

THE REPUBLIC OF UGANDA



CONSTITUTION OF TOP NOTCH YOUNG MINDS EMPOWERMENT FOUNDATION

**JINJA CITY
UGANDA**



PREAMBLE

We, the executive and founding members of Top Notch Young Minds Empowerment Foundation, hereby adopt the articles in this document as the Constitution and Statutes which shall serve as the governing policies and guidelines of the Foundation.

This Constitution is binding on all members who affiliate with the Foundation.



ARTICLE 1: NAME AND REGISTRATION

- 1.1. The name of the organisation shall be **Top Notch Young Minds Empowerment Foundation**, hereinafter referred to as "the Foundation."
- 1.2. The Foundation shall be registered as a Community Based Organisation under the laws of Uganda.
- 1.3. The Foundation's registration number shall be obtained from Jinja City.
- 1.4. The Foundation's registered office shall be located in Musima Village, Wanyange Parish, Mafubira Subcounty, Jinja City, Eastern Uganda, or such other place as the Executive Committee may determine.

ARTICLE 2: VISION

To be a leading catalyst for transformative education, empowering disadvantaged young minds in Uganda to reach their full potential and become positive change makers in their communities.

ARTICLE 3: MISSION

To bridge the educational gap for disadvantaged young minds in Uganda by providing access to quality education, mentorship, and support, thereby unlocking their full potential, breaking the cycle of poverty, and developing future leaders.

ARTICLE 4: LOCATION

- 4.1 The Foundation is located in Musima Village, Wanyange Parish, Mafubira Subcounty, Jinja City, Eastern Uganda.
- 4.2 The registered office of the Foundation shall be at such address as the Executive Committee may determine from time to time, and shall be notified to the Jinja City Community Based Services Department.

ARTICLE 5: PURPOSE

The purpose of the Foundation shall be to empower young minds in Uganda through educational resources, skill development, and community engagement.

ARTICLE 6: OBJECTIVES

The objectives of the Foundation shall be:

- 6.1 To provide educational support and resources to disadvantaged youth.
- 6.2 To promote skills development and vocational training.
- 6.3 To foster community engagement and social responsibility.
- 6.4 To advocate for the rights and interests of young people.
- 6.5 To develop social capital and networks that enable children to access opportunities.
- 6.6 To enhance entrepreneurship skills among children.
- 6.7 To contribute to solutions addressing poverty, hygiene, and disease among children.
- 6.8 To promote and encourage education among children.
- 6.9 To invest in business projects that lead to economic development among children.
- 6.10 To promote access to safe water in communities.
- 6.11 To provide guidance and counselling to children.

ARTICLE 7: PROGRAMS AND ACTIVITIES

The Foundation shall conduct only activities that align with its Mission. These include:

- 7.1 To provide educational support and resources to disadvantaged youth.
- 7.2 To provide full and partial scholarship schemes to disadvantaged children.
- 7.3 To donate educational materials, uniforms, and other essential items to needy students.
- 7.4 To provide mentorship programs, guidance, support, and encouragement to students.
- 7.5 To establish reading clubs in schools and communities to promote a reading culture and improve literacy skills.
- 7.6 To organise workshops for teachers and students to improve literacy and numeracy skills.

- 7.7 To provide training on essential life skills such as communication, teamwork, and problem-solving.
- 7.8 To organise community outreaches to sensitise parents and guardians about the importance of education.
- 7.9 To partner with local organisations, schools, and government agencies to amplify impact and leverage resources.
- 7.10 To conduct research on education-related issues and advocating for policy changes and reforms that benefit disadvantaged children.

ARTICLE 8: ASSETS OF THE FOUNDATION

- 8.1 All assets of the Foundation shall be managed, utilised, and disposed of in accordance with the Foundation's objectives, policies, and procedures, and in compliance with all applicable laws and regulations.
- 8.2 The assets of the Foundation shall include:
- Donations and grants;
 - Financial assets, including cash, bank accounts, and investments;
 - Tangible assets, including equipment, furniture, vehicles, and fixtures.
- 8.3 In the event of dissolution, the assets of the Foundation shall be distributed to a similar organisation or charity, and shall not be distributed to any member for personal benefit.

ARTICLE 9: MEMBERSHIP

- 9.1 Membership of the Foundation shall consist of the founding members listed in the Schedule to this Constitution.
- 9.2 No new members shall be admitted to the Foundation.
- 9.3 There shall be no membership fees.
- 9.4 The Foundation shall maintain a register of its founding members, which shall be kept at the registered office.

- 9.5 Applications for volunteers, partners, funders, and donors shall be open on a year-round basis to local and international applicants.

ARTICLE 10: GOVERNANCE STRUCTURE

- 10.1 The Foundation shall maintain a register of its founding members, which shall be kept at the registered office.
- 10.2 The Foundation shall be governed by a single Executive Committee, which shall serve as the governing body of the Foundation.
- 10.3 The Executive Committee shall be responsible for both the governance and the day-to-day management of the Foundation.

ARTICLE 11: EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall consist of the following officers and members:
- Chairperson, who shall also serve as Executive Director;
 - Vice Chairperson;
 - Board Secretary;
 - Treasurer;
 - Up to four (4) general members.
- 11.2 The officers and general members shall together constitute the Executive Committee. General members shall participate fully in the deliberations and decisions of the Committee.
- 11.3 The Executive Committee shall be responsible for:
- Managing the finances of the Foundation;
 - Overseeing the programs and activities of the Foundation;
 - Approving budgets, work plans, and financial reports;
 - Ensuring compliance with relevant laws and regulations;
 - Appointing and supervising volunteers and program staff;
 - Approving the appointment of volunteers;
 - Any other matter necessary for the proper governance of the Foundation.

ARTICLE 12: ROLES OF THE CHAIRPERSON AND EXECUTIVE DIRECTOR

12.1 The Chairperson shall be the head of the Executive Committee and shall also serve as the Executive Director of the Foundation.

12.2 The Chairperson and Executive Director shall:

- Provide overall leadership and vision for the Foundation;
- Prepare and chair Executive Committee meetings;
- Ensure proper communication between the Committee and members;
- Prepare strategic guidance for the Foundation;
- Serve as a spokesperson for the Foundation and represent it in various forums;
- Provide entrepreneurial leadership;
- Set goals for the organisation;
- Exercise integrity and sound judgement in directing the Foundation;
- Oversee the implementation of programs and projects;
- Supervise the Program Coordinator and volunteers;
- Serve as the principal signatory to the Foundation's bank account.

12.3 The Executive Committee may, by resolution, separate the roles of Chairperson and Executive Director and appoint a different person to either role, in accordance with Article 15 of this Constitution.

ARTICLE 13: ROLES OF THE VICE CHAIRPERSON

13.1 The Vice Chairperson shall:

- Assist the Chairperson in the performance of their duties;
- Act on behalf of the Chairperson when the Chairperson is absent or unable to act;
- Support the coordination of Executive Committee activities;
- Perform any other duties assigned by the Executive Committee.

ARTICLE 14: ROLES OF THE BOARD SECRETARY

14.1 The Board Secretary shall:

- Keep records and minutes of all meetings of the Executive Committee;

- Maintain the Foundation's official documents;
- Handle official correspondence;
- Serve as a signatory to the Foundation's bank account;
- Perform any other duties assigned by the Executive Committee.

ARTICLE 15: ROLES OF THE TREASURER

15.1 The Treasurer shall:

- Oversee the financial management of the Foundation;
- Review financial reports and budgets;
- Ensure accountability for funds;
- Serve as a signatory to the Foundation's bank account;
- Perform any other duties assigned by the Executive Committee.

ARTICLE 16: ELECTION AND TENURE OF LEADERSHIP POSITIONS

16.1 Members of the Executive Committee shall be elected by vote of founding members.

16.2 Candidates receiving the most votes shall be declared elected.

16.3 The Chairperson and Executive Director shall be elected for a term of five (5) years, subject to performance review.

16.4 The Vice Chairperson, Board Secretary, Treasurer, and general members shall be elected for a term of three (3) years.

16.5 All officers and members shall be eligible for re-election.

ARTICLE 17: MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 The Executive Committee shall meet at least once annually.

17.2 Additional meetings may be convened by the Chairperson or by written request of at least three (3) members of the Committee.

17.3 Notice of any meeting shall be given to all members at least fourteen (14) days in advance, together with the agenda.

- 17.4 The quorum for any meeting of the Executive Committee shall be two-thirds (2/3) of the members.
- 17.5 Decisions shall be made by a simple majority of the members present and voting, except where this Constitution requires a higher threshold.
- 17.6 The Board Secretary shall keep minutes of all meetings, which shall be approved at the next meeting and signed by the Chairperson.

ARTICLE 18: CONFLICT OF INTEREST

- 18.1 Any member of the Executive Committee who has a personal or financial interest in any matter before the Committee shall disclose that interest and shall not participate in the discussion or vote on that matter.
- 18.2 All disclosures of interest shall be recorded in the minutes.

ARTICLE 19: SOURCES OF FUNDING

- 19.1 The Foundation may receive funding from the following sources:
- International donors and development partners;
 - Private foundations and philanthropic organisations;
 - Government agencies at national and local levels;
 - Individual donors and crowdfunding platforms;
 - Charity events and fundraising activities;
 - Income-generating activities;
 - Grants and donations from any lawful source.
- 19.2 All funds received by the Foundation shall be deposited into the Foundation's official bank account.

ARTICLE 20: FINANCIAL MANAGEMENT

- 20.1 The Foundation shall maintain a bank account in its name with a recognised financial institution.

- 20.2 All funds collected, received, donated, or contributed to the Foundation shall be deposited into the official bank account.
- 20.3 The bank account shall be operated by the following signatories:
- Chairperson (principal signatory);
 - Vice Chairperson
 - Board Secretary;
 - Treasurer.
- 20.4 Financial reports shall be presented to members during general meetings for purposes of transparency and accountability.
- 20.5 No Foundation funds shall be used for personal benefit or unauthorised activities.
- 20.6 Any misuse of Foundation funds shall attract disciplinary action in accordance with this Constitution and the laws of Uganda.
- 20.7 The Executive Committee shall supervise and monitor all financial operations of the Foundation.
- 20.8 The financial year of the Foundation shall begin on 1st July and end on 30th June of every year, in alignment with the accounting date assigned by the Uganda Revenue Authority.

ARTICLE 21: AUDITS OF ACCOUNTS

- 21.1 The accounts of the Foundation shall be audited by a professional accountant at the end of every financial year.
- 21.2 The audited accounts shall be presented to the Executive Committee for review and approval.

ARTICLE 22: AMENDMENTS

- 22.1 This Constitution may be amended by a two-thirds (2/3) majority vote of the Executive Committee.
- 22.2 Any proposed amendment shall be circulated to members at least thirty (30) days prior to the Executive Committee meeting at which it is to be considered.

22.3 Any amendment shall be filed with the Jinja City Community Based Services Department.

ARTICLE 23: DISPUTE RESOLUTION

23.1 Any dispute arising within the Foundation shall be resolved through mediation and arbitration.

23.2 The Foundation shall establish a dispute resolution mechanism that is fair, transparent, and accountable.

ARTICLE 24: WINDING UP

24.1 The Foundation may be wound up by a two-thirds (2/3) majority vote of the Executive Committee.

24.2 In the event of winding up, the Foundation's assets shall be distributed to a similar organisation or charity, and shall not be distributed to any member for personal benefit.

ARTICLE 25: LEGAL COMPLIANCE

25.1 The Foundation shall comply with all relevant laws and regulations of Uganda.

25.2 The Foundation shall obtain and maintain all necessary permits and licences to operate.

ARTICLE 26: SAFEGUARDING

26.1 The Foundation is committed to creating a safe and protective environment for all children, young people, and vulnerable adults participating in its programs and activities.

26.2 The Foundation shall maintain a Safeguarding Policy, which shall be binding on all staff, volunteers, partners, and stakeholders.

26.3 The Foundation shall have zero tolerance for harm, abuse, and exploitation.

ARTICLE 27: VOLUNTEERS

27.1 The Foundation may engage volunteers to support its programs and activities.

27.2 Volunteers shall be appointed by the Executive Committee and shall serve on terms determined by the Committee.

27.3 Volunteers shall be bound by the Foundation's Constitution, Safeguarding Policy, and any other applicable policies.

27.4 Volunteers shall not be considered employees of the Foundation and shall not be entitled to remuneration unless otherwise agreed in writing.

ARTICLE 28: NOTICES

28.1 Any notice required under this Constitution shall be in writing and may be delivered personally, by post, or by electronic mail to the last known address of the recipient.

28.2 Notice shall be deemed received:

- If delivered personally, on the date of delivery;
- If sent by post, on the fifth day after posting;
- If sent by electronic mail, on the date of transmission.

ARTICLE 29: INDEMNITY

Every officer and member of the Executive Committee shall be indemnified by the Foundation against any liability incurred in the proper performance of their duties, except in cases of fraud, dishonesty, or wilful misconduct.

ARTICLE 30: EFFECTIVE DATE

This Constitution shall come into effect on the date of its adoption by the Executive Committee.

ARTICLE 31: TRANSITIONAL PROVISIONS

The Foundation's existing governance structure and management systems shall continue to operate until the new governance structure and management systems are established.

ARTICLE 32: FINAL PROVISIONS

32.1 This Constitution is the supreme governing document of the Foundation.

32.2 Any matter not provided for in this Constitution shall be decided by the Executive Committee.

SCHEDULE A: EXECUTIVE COMMITTEE

S/N	Name	Role
1	Matege Yusuf	Chairperson & Executive Director
2	Kyowa Babra	Vice Chairperson
3	Naigaga Suzan	Board Secretary
4	Kworeka Brenda	Treasurer
5	Lakooza Adrianah	General Member
6	Kafuko Agnes	General Member
7	Nabirye Joan	General Member
8	Kisakye Uritah	General Member

SCHEDULE B: VOLUNTEERS

Name	Status	Role
Waithanka Nekemia	Volunteer	Community Health Support (Medical Doctor)
Wander Bob	Volunteer	Program Oversight (Program Coordinator)
Mukodha Harriet	Volunteer	Water Support
Nalwadda Jamirah	Volunteer	Cooking Equipment Support
Kwikiriza Mariam	Volunteer	Child Support & Guidance

ADOPTION

IN WITNESS WHEREOF, we the undersigned, being the founding members of Top Notch Young Minds Empowerment Foundation, do hereby adopt this Constitution as the governing document of the Foundation.

Name	Position	Date	Signature
Matege Yusuf	Chairperson & Executive Director	4/10/26	
Kyowa Babra	Vice Chairperson	4/10/26	
Naigaga Suzan	Board Secretary	4/10/26	
Kworeka Brenda	Treasurer	4/10/26	
Lakooza Adrianah	General Member	4/10/26	
Kafuko Agnes	General Member	4/10/26	
Nabirye Joan	General Member	4/10/26	
Kisakye Uritah	General Member	4/10/26	

